

Martin Lawrence D
Form 4
November 27, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Martin Lawrence D

2. Issuer Name and Ticker or Trading Symbol
HALLADOR ENERGY CO
[HNRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
19854 N. STATE HIGHWAY !
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO, SUNRISE COAL, LLC

MARSHALL, IL 62441

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| COMMON STOCK, PAR VALUE \$.01 | 11/24/2012 | | M | | 12,500 (1) \$ 8.3 | A | 42,500 D |
| COMMON STOCK, PAR VALUE \$.01 | 11/24/2012 | | F | | 3,825 (1) \$ 8.3 | D | 38,675 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Unit | (2) | 04/01/2012 | | A | 10,000 | 04/01/2015 | 04/01/2015 | Common Stock, par value \$.01 |
| Restricted Stock Unit (1) | (1) | 11/24/2012 | | M | 12,500 (1) | 11/24/2012 | 11/24/2012 | Common Stock, par value \$.01 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Martin Lawrence D 19854 N. STATE HIGHWAY ! MARSHALL, IL 62441 | | | CFO, SUNRISE COAL, LLC | |

Signatures

Victor P. Stabio, AIF for Lawrence Martin
 11/27/2012
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were issued due to the vesting of Restricted Stock Unites on November 24, 2012. Of the 12,500 shares that vested, 3,825 shares were withheld to pay federal and state taxes. The recipient received 8,675 shares after taxes. Since the shares vested on a weekend, the closing stock price of the preceeding day, November 23, 2012, was used per the terms of the 2008 Restricted Stock Unit Plan. The closing stock price on November 23, 2012 was \$8.30 per share.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Hallador Energy Company common stock. The restricted stock units vest three years from the date of the award, April 1, 2015. If employment terminates prior to vesting, the restricted stock unites shall be immediately cancelled and the reporting person shall cease to have any right or entitlement to receive any shares under those cancelled units.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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